

FCC IBFS - Electronic Filing

Submission_id :IB2016002446

Successfully filed on :Nov 10 2016 6:03:41:773PM

[Return to Main Menu](#)

Approved by OMB
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC FORM 214TC
FOR OFFICIAL USE ONLY**

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Midco - Knology of Kansas Assignment Application

1. Legal Name of Applicant			
Name:	Midcontinent Communications	Phone Number:	605-357-5777
DBA Name:		Fax Number:	605-357-5796
Street:	3901 North Louise Ave PO Box 5040	E-Mail:	tom_heier@mmi.net
City:	Sioux Falls	State:	SD
Country:	USA	Zipcode:	57107 -
Attention: Mr Thomas M Heier			
2. Name of Contact Representative			
Name:	Scott S. Patrick	Phone Number:	202-861-1546
Company:	Baker & Hostetler LLP	Fax Number:	202-861-1783
Street:	1050 Connecticut Ave., NW Suite 1100	E-Mail:	sspatrick@bakerlaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority
An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☐ b. Transfer of Control of Section 214 Authority
A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (**No fee required**)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (**No fee required**)

Date of Consummation: **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must

specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:ITC2142000020300075	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
------------------------------------	-----------------	-----------------	-----------------	-----------------	-----------------	-----------------	-----------------

5. Name of Section 214 Authorization Holder

Name: Knology of Kansas, Inc. Phone Number: 720-479-3558
 DBA Name: Fax Number: 720-479-3564
 Street: 7887 East Belleview E-Mail: craig.martin@wowinc.com
 City: Englewood State: CO
 Country: USA Zipcode: 80111 -
 Attention: Craig Martin

6. Name of Assignor / Transferor

Name: Knology of Kansas, Inc. Phone Number: 720-479-3558
 DBA Name: Fax Number: 720-479-3564
 Street: 7887 East Belleview E-Mail: craig.martin@wowinc.com
 City: Englewood State: CO
 Country: USA Zipcode: 80111 -
 Attention: Craig Martin

7. Name of Assignee / Transferee

Name: Midcontinent Communications Phone Number: 605-357-5777
 DBA Name: Fax Number: 605-357-5796
 Street: 3901 North Louise Ave E-Mail: tom_heier@mmi.net
 PO Box 5040
 City: Sioux Falls State: SD
 Country: USA Zipcode: 57107 -
 Attention: Mr Thomas M Heier

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114).

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other(please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Joint International and Domestic Section 214 Application to Assign and Transfer Control of Certain Assets of Knology of Kansas, Inc. to Midcontinent Communications

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between ☐ Yes ☒ No

the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules.

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges

☒ Yes ☐ No

that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No ☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

CERTIFICATION

26. Printed Name of Assignor / Transferor Knology of Kansas, Inc.	29. Printed Name of Assignee / Transferee Midcontinent Communications
27. Title (Office Held by Person Signing) General Counsel	30. Title (Office Held by Person Signing) Chief Legal Officer, General Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Craig Martin	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Scott B. Anderson
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Joint International and Domestic Section 214 Application to Assign and Transfer Control of Certain Assets of Knology of Kansas, Inc. to Midcontinent Communications

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 64.24 of the Commission’s rules¹ to assign and transfer control of the telecommunications assets, including customers, of Knology of Kansas, Inc. (“Knology Kansas” or “Assignor”) to Midcontinent Communications (“Midcontinent” or “Assignee”).

As further discussed below, Knology Kansas is authorized under Section 214 of the Act to provide domestic telecommunications services and international resold telecommunications services. Upon consummation of the proposed transaction, Midcontinent will provide service to the transferred customers pursuant to its existing international Section 214 authorization. Knology Kansas will retain its international Section 214 authority, which will not be assigned to Midcontinent.

I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC 214 Main Form are as follows:

Answers to Question 10

Assignor Contact Information

Craig Martin
General Counsel
WideOpen West Finance, LLC
7887 East Belleview Ave., Ste. 1000
Englewood, CO 80111
Tel. 720-479-3558
Fax 720-479-3564
craig.martin@wowinc.com

With a copy to:

Howard M. Liberman
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M St., N.W., Suite 800N

Assignee Contact Information

Scott B. Anderson
Chief Legal Officer/General Counsel
Midcontinent Cable
3901 N. Louise Avenue
Sioux Falls, SD 57107
Tel. 605-274-3020
Scott.Anderson@midco.com

With a copy to:

Gary Lutzker
Scott S. Patrick
Baker & Hostetler LLP
1050 Connecticut Ave., N.W., Suite 1100

¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24. The Commission has long treated asset purchases where no customers will lose service or have their service impaired as transfers of control under its domestic Section 214 requirements. *See Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, ¶ 59 (2002).

Washington, D.C. 20036
Tel. 202-783-4141
Fax 202-783-5851
hliberman@wbklaw.com
jkostyu@wbklaw.com

Washington, D.C. 20036
Tel. 202-861-1546
Fax 202-861-1783
glutzker@bakerlaw.com
sspatrick@bakerlaw.com

Place of Organization

Knology Kansas is a corporation organized under the laws of the State of Delaware. Midcontinent is a general partnership organized under the laws of the State of South Dakota.

Prior International Section 214 Authorizations

Pursuant to Section 63.21(h) of the Commission's rules,² Knology Kansas, a wholly-owned subsidiary of Knology, Inc. ("Knology"), operates under Knology's international Section 214 authority to provide global international resold services (File No. ITC-214-20000203-00075). Knology will continue to retain its international Section 214 authorization.

Midcontinent holds an international Section 214 authorization to provide global international resold services pursuant to Section 63.18(e)(2) of the Commission's rules (File No. ITC-214-20010606-00327). Post-closing, Midcontinent will provide service to the acquired customers pursuant to its existing international Section 214 authorization.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, the following entities directly or indirectly hold a ten percent or greater equity interest in Midcontinent via general partnership interests:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Midcontinent Communications Investor, LLC 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	50%	US	Investments
Comcast Midcontinent, LLC 1500 Market Street Philadelphia, PA 19121	50%	US	Investments

Midcontinent Communications Investor, LLC is the managing partner of Midcontinent Communications.

² 47 C.F.R. § 63.12(h).

Midcontinent Media, Inc. (“MMI”) owns 100% of Midcontinent Communications Investor, LLC. MMI is owned in equal shares of 50% each by Patrick McAdaragh and Steven Grosser. The following is the required information for MMI and its shareholders:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Midcontinent Media, Inc. 3600 S. Minnesota Drive, Suite 700 Minneapolis, MN 55435	US	Investments
Patrick McAdaragh 3600 S. Minnesota Drive, Suite 700 Minneapolis, MN 55435	US	President of Midcontinent
Steven Grosser 3600 S. Minnesota Drive, Suite 700 Minneapolis, MN 55435	US	Chief Financial Officer of Midcontinent

Other than their interests in MMI, neither Mr. McAdaragh nor Mr. Grosser holds an attributable interest in any entity that provides interstate telecommunications services.

Comcast Midcontinent, LLC is wholly owned by Comcast Corporation, a public company organized under the laws of the state of Pennsylvania, which has the same address as Comcast Midcontinent, LLC. No individual or entity holds 10 percent or more of the equity of Comcast Corporation. The entities listed in Exhibit A, all of which are non-dominant, are affiliated with Comcast Midcontinent, LLC and provide or are authorized to provide interstate telecommunications services. The entities affiliated with Comcast Midcontinent, LLC which are authorized to provide international telecommunications services are listed in Exhibit B.

A chart depicting Midcontinent’s ownership is included as Exhibit C. No other entity or individual directly or indirectly holds a 10 percent or greater equity interest in Midcontinent.

Answer to Question 13

Description of Transaction and Public Interest Statement

Knology Kansas is a wholly-owned subsidiary of Knology, which in turn is a wholly-owned subsidiary of WideOpenWest Finance, LLC (“WOW”). Both Knology and WOW are organized under the laws of the State of Delaware. WOW is a diversified communications service provider holding company with corporate headquarters in Englewood, Colorado. Through its operating subsidiaries, including Knology Kansas, WOW provides an array of communications, video, and broadband services, including digital cable, HDTV, DVR, high speed Internet, and local and long distance phone services.

Midcontinent is a leading provider of cable television, high-speed broadband, and advanced communications services to rural America. Midcontinent offers cable television, high-

speed internet, and telephone services, including both switched and non-switched services, across North Dakota, South Dakota, Minnesota, and Wisconsin. Midcontinent built South Dakota's first cable television system in 1967, and has been offering competitive long distance telephone service since 1982 and competitive local telephone service since 1999.

Midcontinent, Knology Kansas, and WOW entered into an Asset Purchase Agreement ("Agreement") dated as of October 20, 2016 pursuant to which Midcontinent will acquire Knology Kansas' communications business in and around Lawrence, Kansas. Specifically, under the Agreement Knology Kansas will assign to Midcontinent the assets, including network facilities and equipment, contracts, customer base, that are associated with its operations in and around Lawrence, Kansas.

The proposed transaction will serve the public interest by ensuring that Knology's customers continue to receive high quality telecommunications service, without interruption, from an experienced provider. Midcontinent has a track record of integrating and upgrading acquired systems, allowing it to improve competition with other providers and to offer robust products and outstanding customer service. The proposed transaction is not expected to result in competitive harm or negative customer impact.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. Midcontinent has no foreign carrier affiliates, and will continue to have no such affiliates post-closing. It therefore qualifies for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO TRANSFER OF ASSETS UNDER BLANKET DOMESTIC SECTION 214 AUTHORITY

In support of the applicants' request for consent to transfer control of certain assets from Knology Kansas to Midcontinent, the following information is submitted pursuant to Section 63.04 of the Commission's rules.³ Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:

³ 47 C.F.R. § 63.04.

Knology Kansas provides competitive local exchange and long distance service in Kansas.

Midcontinent offers local exchange, exchange access, and interstate interexchange telephone service in North Dakota, South Dakota, and portions of western, northern, and southern Minnesota. Local exchange and exchange access services are offered using Midcontinent's own facilities and interexchange telephone services are offered either using Midcontinent's own facilities or by resale. Midcontinent is certificated as a local exchange carrier in Minnesota, North Dakota, South Dakota, and Wisconsin.

(a)(8) Statement as to how the application qualifies for streamlined treatment:

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because post-closing Midcontinent will have a market share in the interstate, interexchange market of less than 10 percent, will provide competitive telephone exchange services or exchange access services exclusively in a geographic area – in and around Lawrence, Kansas – served by a dominant local exchange carrier that is not a party to the instant transaction, and neither party is dominant with respect to any telecommunications service. Moreover, the proposed transaction does not involve the transfer of any local exchange assets of an incumbent local exchange carrier.

(a)(9) Identification of all other Commission applications related to this transaction:

No other FCC applications are being filed in connection with this transaction. A receive-only earth station registration (call sign E070103) currently held by Knology Kansas will be assigned to Midcontinent as part of this transaction. Consistent with FCC rules, the parties will file a notification regarding the assignment of the earth station registration after closing.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants request no special consideration of this application for reasons relating to imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:

The applicants seek no separately filed waiver requests in conjunction with this transaction.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:

A demonstration of how the grant of application serves the public interest, convenience and necessity is set forth in Section I above.

EXHIBIT A

Provide/Authorized to Provide Interstate Telecommunications Services

Entity	State of Organization	Services Provided	Affiliation
Comcast Business Communications, LLC dba Comcast Long Distance	Pennsylvania	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of California, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Colorado, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Connecticut, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Florida, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Georgia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Idaho, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Illinois, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Iowa, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Entity	State of Organization	Services Provided	Affiliation
Comcast Phone of Louisiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Maine, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Massachusetts, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Minnesota, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Montana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Nebraska, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Nevada, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Hampshire, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of North Carolina, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of North Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Ohio, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Entity	State of Organization	Services Provided	Affiliation
Comcast Phone of Oklahoma, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Oregon, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Pennsylvania, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Rhode Island, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Texas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Utah, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Vermont, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of West Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Washington, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Entity	State of Organization	Services Provided	Affiliation
Comcast Phone II, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Alabama, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arkansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arizona, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Delaware, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of D.C., LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Central Indiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kentucky, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Northern Maryland, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Mississippi, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

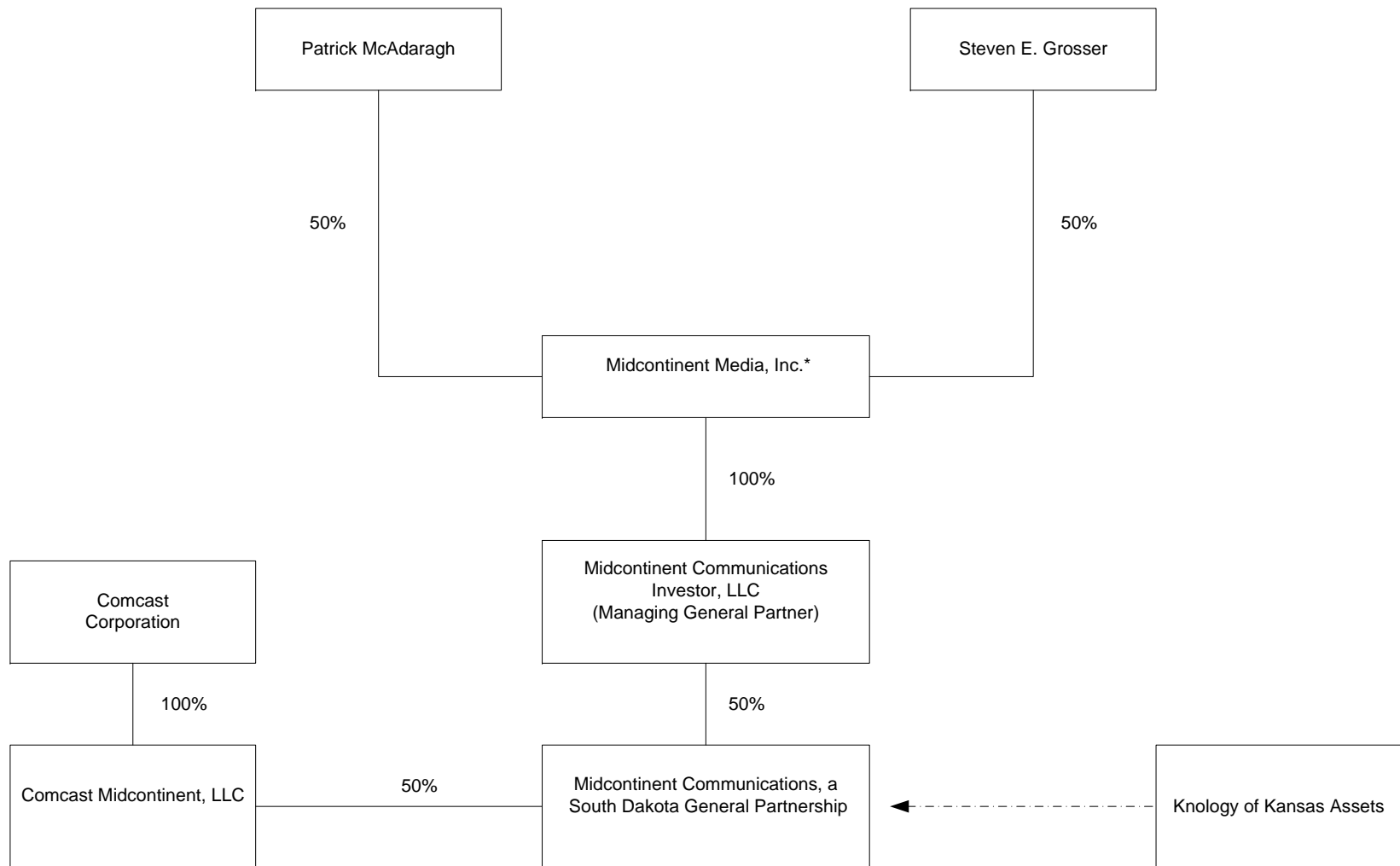
Entity	State of Organization	Services Provided	Affiliation
Comcast Phone of Missouri, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Jersey, LLC	Delaware	None	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Mexico, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New York, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Carolina, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Tennessee, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Wisconsin, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Michigan, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

EXHIBIT B

Authorized to Provide International Telecommunications Services

Entity	Authorization	Services Provided	Affiliation
Comcast Business Communications, LLC dba Comcast Long Distance	ITC-214-19961122-00591 ITC-214-19961122-00593	Limited global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone, LLC	ITC-214-19970801-00449	Global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of California, LLC	ITC-214-19970801-00451	Global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Illinois, LLC	ITC-214-19970801-00447	Global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Michigan, LLC	ITC-214-20031017-00480	Global or limited global facilities-based and global or limited global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Texas, LLC	ITC-214-19970805-00468	Global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone II, LLC	ITC-214-20040116-00017	Global resale	Wholly-owned subsidiary of Comcast Corporation
Jones Cable Holdings, LLC	ITC-214-20001120-00685	Global or limited global resale	Wholly-owned subsidiary of Comcast Corporation

Ownership Structure



* Controlling Entity